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E-File: January 4, 2010

Zachariah Larson, Esq. (NV Bar No. 7787)  
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Telephone: 702/382.1170  
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Attorneys for Debtors and  
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

THE RHODES COMPANIES, LLC, aka  
"Rhodes Homes, et al.,<sup>1</sup>  
Debtors.

Case No.: BK-S-09-14814-LBR  
(Jointly Administered)

Chapter 11

Hearing Date: January 14, 2010  
Hearing Time: 9:00 a.m.  
Courtroom 1

Affects:

- ☐ All Debtors  
☒ Affects the following Debtor(s):  
Rhodes Design and Development  
Corporation 09-14846; Tribes Holdings  
09-14817 and Tuscany Golf Country Club  
09-14884

<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843);

**DEBTORS' SUPPLEMENT TO FIFTH OMNIBUS OBJECTION TO CLAIMS  
PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE AND  
BANKRUPTCY RULES 3003 AND 3007 [BOOKS AND RECORDS CLAIMS];  
DECLARATION OF PAUL D. HUYGENS IN SUPPORT THEREOF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby submit this supplement (the "Supplement") to the *Debtors' Fifth Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Books and Records Claims]* [Docket No. 748] (the "Fifth Omnibus Objection") as set forth below.

**General Background**

1. On November 17, 2009, the Debtors filed the Fifth Omnibus Objection. The hearing on the Fifth Omnibus Objection was held on December 17, 2009. At the hearing, the Court granted the Fifth Omnibus Objection as to certain claims, but as to claims of Prolink Systems, Inc., Simplex Grinnell, and US-Yellow, Inc. (the "Claims"), the Court directed that the Debtors file a supplement setting forth in more detail the bases for the objections to the Claims.

2. Accordingly, the Debtors file this Supplement and Declaration of Paul D. Huygens, attached hereto, objecting to the Claims for the following reasons:

3. Prolink Systems, Inc.: Prolink Systems, Inc. ("Prolink") filed an unsecured claim in the amount of \$1,920.00 against Tuscany Golf Country Club, LLC, Case No. 09-14884 (Claim No. 18). There is no documentation attached to the Prolink claim. Based on the face of the proof of claim, the claim is for two months' worth of contract charges under a contract that has been terminated by the Debtor. The Debtor's books and records indicate that there are no amounts owing under the contract currently. Therefore, the Debtor requests that the Prolink claim be disallowed.

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Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

LARSON & STEPHENS  
 810 S. Casino Center Blvd., Suite 104  
 Las Vegas, Nevada 89101  
 Tel: (702) 382-1170 Fax: (702) 382-1169

4. Simplex Grinnell: Simplex Grinnell (“Simplex”) filed an unsecured claim in the amount of \$4,624.94 against Tribes Holdings, Inc., Case No. 09-14818 (Claim No. 30). The claim is for work relating to servicing alarm systems installed by Simplex, which alarm systems were under warranty at the time and accordingly, should have been serviced for no charge. On September 17, 2009, the Debtors sent Simplex a letter requesting that they withdraw their claim. See Exhibit A hereto. As of the date of the Fifth Omnibus Objection and this Supplement, the Debtors have not received any response from Simplex. Therefore, the Debtors request that the claim of Simplex be disallowed.

5. US-Yellow, Inc.: US-Yellow, Inc. (“US Yellow”) filed an unsecured claim in the amount of \$1,291.16 against Rhodes Design and Development Corporation, Case No. 09-14846 (Claim No. 17). The claims is for alleged advertising services for 2007 and 2008. The Debtor had specifically requested that US Yellow pages not run the advertising for the years in question and never authorized such advertising to be run. On September 18, 2009, the Debtors sent a letter to US Yellow requesting US Yellow provide copies of a signed contract for the alleged 2007 and 2008 advertising services. See Exhibit B. On or about September 28, 2009, US Yellow provided the Debtors with a copy of a signed contract authorizing advertising services for the year 2005 only. See Exhibit C. Therefore, the Debtors request that the US Yellow Claim be disallowed.

### CONCLUSION

6. The Debtors object to the allowance of the Claims for the reasons stated herein, and the Debtors hereby move this Court for an Order disallowing each of aforementioned the Claims.

### NOTICE

7. Notice of this objection has been provided to (i) the Office of the United States Trustee, (ii) counsel to the Creditors’ Committee, (iii) each holder of a Claim to which the Debtors are objecting in this Fifth Omnibus Objection in accordance with the addresses provided in the proof of claim for each Claim, (iv) each person or entity that has filed a notice of appearance and request for special notice, and (v) other required parties pursuant to the Court’s

1 case management order entered in these cases. The Debtors submit that in light of the nature of  
2 the relief requested herein, no other or further notice is required.

3 WHEREFORE, the Debtors respectfully request that the Court enter an Order,  
4 substantially in the form attached hereto as **Exhibit D**, disallowing each of the Books and  
5 Records Claims, and granting such other and further relief as the Court deems just an proper  
6 under the circumstances of these chapter 11 cases.

7  
8 **DATED** this 4th day of January, 2010.

9  
10 **LARSON & STEPHENS**

11 /s/ Zachariah Larson, Esq.  
12 Zachariah Larson, Bar No. 7787  
13 Kyle O. Stephens, Bar No. 7928  
14 810 S. Casino Center Blvd., Suite 104  
15 Las Vegas, NV 89101  
16 702/382-1170  
17 Attorneys for Debtors and Debtors in  
18 Possession  
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**Declaration of Paul D. Huygens**

I, Paul D. Huygens, declare as follows:

1. I am the Senior Vice President of Special Projects for the Debtors. I have personal knowledge of the facts set forth above and if called to testify, would and could do so.

2. The facts set forth in the Supplement above are true and correct.

3. For the reasons set forth in the Supplement, the Claims should be disallowed as they are not valid claims against the Debtors.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

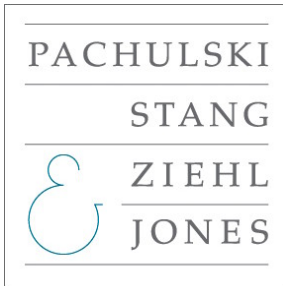
Executed this 4<sup>th</sup> day of January, 2010 at Las Vegas, Nevada.

/s/ Paul D. Huygens

Paul D. Huygens

LARSON & STEPHENS  
810 S. Casino Center Blvd., Suite 104  
Las Vegas, Nevada 89101  
Tel: (702) 382-1170 Fax: (702) 382-1169

# EXHIBIT A



September 17, 2009

**VIA U.S. FIRST CLASS MAIL**

Simplex Grinnell  
Attn: Bankruptcy  
50 Technology Drive  
Westminster, MA 01441

**Re: The Rhodes Companies, et al.  
Chapter 11 Case No. 09-14814  
(Jointly Administered)**

Dear Simplex Grinnell:

This firm represents The Rhodes Companies, LLC (the "Debtor") in its Chapter 11 bankruptcy filed in the United States Bankruptcy Court for the District of Nevada (Case No. 09-14814 LBR). You filed a proof of claim on behalf of Simplex Grinnell, designated as proof of claim number 30 in the amount of \$4,624.94 in the Debtor's bankruptcy case.

The Debtor has indicated that the invoices attached to your claim are for services provided under warranty, and therefore should not be attributable to the Debtor. Therefore we request that you withdraw your claim.

Please withdraw your Claim by signing and returning the enclosed Notice of Claim Withdrawal form by October 9, 2009 so that we may avoid having to object to your claim in the Bankruptcy Court. Thank you.

Very truly yours,

/s/  
Patricia J. Jeffries

PJJ  
Enclosure  
cc: Michael A. Matteo

**LAW OFFICES**  
LIMITED LIABILITY PARTNERSHIP

SAN FRANCISCO, CA  
LOS ANGELES, CA  
WILMINGTON, DE  
NEW YORK, NY

150 CALIFORNIA STREET  
15th FLOOR  
SAN FRANCISCO  
CALIFORNIA 94111-4500

TELEPHONE: 415/263 7000

FACSIMILE: 415/263 7010

**LOS ANGELES**

10100 SANTA MONICA BLVD.  
11th FLOOR  
LOS ANGELES  
CALIFORNIA 90067-4100

TELEPHONE: 310/277 6910

FACSIMILE: 310/201 0760

**DELAWARE**

919 NORTH MARKET STREET  
17th FLOOR  
P.O. BOX 8705  
WILMINGTON  
DELAWARE 19899-8705

TELEPHONE: 302/652 4100

FACSIMILE: 302/652 4400

**NEW YORK**

788 THIRD AVENUE  
36th FLOOR  
NEW YORK  
NEW YORK 10017-2024

TELEPHONE: 212/561 7700

FACSIMILE: 212/561 7777

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:  
THE RHODES COMPANIES, LLC,  
Debtor.

Case No.: BK-S-09-14814-LBR  
Chapter 11

**NOTICE OF WITHDRAWAL OF PROOF OF CLAIM NO. 30**

SIMPLEX GRINNELL hereby withdraws its proof of claim, designated as Claim No. 30  
filed in the above-captioned case.

Dated: \_\_\_\_\_, 2009

\_\_\_\_\_  
(signature)  
By: (print name)  
Its: (title)



UNITED STATES BANKRUPTCY COURT

District of Nevada

PROOF OF CLAIM

Name of Debtor:

The Rhodes Companies LLC

Case Number:

09-14814

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Simplex Grinnell

Name and address where notices should be sent:

Simplex Grinnell  
Attn: Bankruptcy  
50 Technology Drive  
Westminster, MA 01441

978-731-8270

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: \_\_\_\_\_  
(If known)

Filed on: \_\_\_\_\_

Name and address where payment should be sent (if different from above):

Same

Telephone number:

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed:

\$ 4624.94

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

2. Basis for Claim:

Service performed / Goods sold

(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

1196831

3a. Debtor may have scheduled account as:

1196831

(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other  
Describe:

Value of Property: \$ \_\_\_\_\_ Annual Interest Rate \_\_\_\_\_ %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ \_\_\_\_\_ Basis for perfection: \_\_\_\_\_

Amount of Secured Claim: \$ \_\_\_\_\_ Amount Unsecured: \$ 4624.94

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date:

6/19/09

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

*Benjamin M. A/R Specialist*

FOR COURT USE ONLY

FILED

JUN 24 2009

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

By Omni Management Group, Claims Agent  
For U.S. Bankruptcy Court  
District of Nevada

D-U-N-S 09-4738007  
FED. ID 58-2608861

**SimplexGrinnell** BE SAFE.

A Tyco International Company  
District # 435  
1545 PAMA LANE  
LAS VEGAS, NV 89119-4304  
702-739-1921  
Billing Questions, Contact =

INVOICE NO.

64391520

INVOICE DATE

03-05-09

PO NUMBER

SERVICE  
REQUEST #

12767082

SERVICE REQ.  
CREATED

03-03-09

NATIONAL ACCOUNT NUMBER

PAYMENT TERMS

COD

**Bill To:** 435-01196831

Rhodes Homes  
4730 S Ft Apache Rd  
Ste #300  
LAS VEGAS NV 89147-0000

**Ship To:** 435-01680401

X-It Condos  
9050 W Tropicana  
LAS VEGAS NV 89147-0000

"Let us know how we are doing"  
www.simplexgrinnell.com

**Service Requested By:** Dean Griffith**Requestors Phone Number:** 702-328-9552

## Description of work

Tech arrived on site on 3/4/09 and began trouble shooting ground fault. Tech returned on 3/5/09 and continued trouble shooting ground fault mapnet channel 4 and it is between bldg 21 and 16. Tech repulled new underground wire to clear trouble. System is normal.

Signature authorization on file  
Thank you

Labor

\$1,282.50

Material

Other

\$81.00

Invoice Amount

\$1,363.50

Taxes

\$0.00

Total Invoice Amount

\$1,363.50

Payment Received

\$0.00

WE ACCEPT ALL MAJOR CREDIT CARDS

Total Amount Due

\$1,363.50

**SimplexGrinnell** BE SAFE.

A Tyco International Company

## REMITTANCE COPY

PLEASE TEAR OFF AND RETURN THIS PORTION WITH YOUR PAYMENT - WRITE INVOICE NO. ON YOUR CHECK.

TOTAL AMOUNT DUE

\$1,363.50

**BILL TO** Rhodes Homes  
435-01196831  
**SHIP TO** X-It Condos  
435-01680401

INVOICE NUMBER 64391520

INVOICE DATE 03-05-09

CUSTOMER P.O.

**REMIT TO** SimplexGrinnell  
Dept. CH 10320  
Palatine

IL

60055-0320

6000136350264391520

☐ Check Box and Complete Reverse Side for Credit Card Payments OR Pay Online at [www.simplexgrinnell.com](http://www.simplexgrinnell.com)

**SimplexGrinnell** BE SAFE.

A Tyco International Company

Billing Questions:

District # 435  
 1545 PAMA LANE  
 LAS VEGAS, NV 89119-4304  
 702-739-1921

INVOICE NO.

64391520

DATE OF INVOICE

03-05-09

**INVOICE SERVICE DETAIL**

SERVICE REQ #	TASK #	DATE OF SERVICE	ITEMIZATION OF CHARGES	PRODUCT ID	UOM	AMOUNT
12767082	18805457	05-MAR-09	ALARM AND DETECTION REGULAR LABOR	SFTW TSPW RG	3 HR	\$513.00
12767082	18815732	05-MAR-09	ALARM AND DETECTION REGULAR LABOR	SFTW TSPW RG	3 HR	\$513.00
12767082	18785788	05-MAR-09	TRUCK CHARGE	TRUCK CHARGE	1 EA	\$81.00
			ALARM AND DETECTION REGULAR LABOR	SFTW TSPW RG	1.5 HR	\$256.50

D-U-N-S 09-4738007  
FED. ID 58-2608861

**SimplexGrinnell BE SAFE.**

A Tyco International Company  
District # 435  
1545 PAMA LANE  
LAS VEGAS, NV 89119-4304  
702-739-1921  
Billing Questions, Contact =

**Bill To:** 435-01196831  
Rhodes Homes  
4730 S Ft Apache Rd  
Ste #300  
LAS VEGAS NV 89147-0000

INVOICE NO.

64458281

INVOICE DATE

03-27-09

PO NUMBER

SERVICE  
REQUEST #

12930002

SERVICE REQ.  
CREATED

03-26-09

NATIONAL ACCOUNT NUMBER

PAYMENT TERMS

COD

**Ship To:** 435-01680401

X-It Condos  
9050 W Tropicana  
LAS VEGAS NV 89147-0000

"Let us know how we are doing"  
www.simplexgrinnell.com

**Service Requested By:** Linn Hughes**Requestors Phone Number:** 702-287-1319

## Description of work

Tech arrived on site on 3/26/09 and an electrician was working on building 21 and had the breakeroff. This caused the AC power failure. Tech turned breaker back on and the trouble cleared. System is normal.

Signature authorization on file  
Thank you

Labor	\$342.00
Material	
Other	\$81.00
Invoice Amount	\$423.00
Taxes	\$0.00
Total Invoice Amount	\$423.00
Payment Received	\$0.00

**WE ACCEPT ALL MAJOR CREDIT CARDS****Total Amount Due**  **\$423.00****SimplexGrinnell BE SAFE.**

A Tyco International Company

## REMITTANCE COPY

PLEASE TEAR OFF AND RETURN THIS PORTION WITH YOUR PAYMENT - WRITE INVOICE NO. ON YOUR CHECK.

TOTAL AMOUNT DUE

**\$423.00**

**BILL TO** Rhodes Homes  
435-01196831  
**SHIP TO** X-It Condos  
435-01680401

INVOICE NUMBER 64458281

INVOICE DATE 03-27-09

CUSTOMER P.O.

**REMIT TO** SimplexGrinnell  
Dept. CH 10320  
Palatine

IL 60055-0320 1000042300664458281

☐ Check Box and Complete Reverse Side for Credit Card Payments OR Pay Online at **www.simplexgrinnell.com**

**SimplexGrinnell** BE SAFE.

A Tyco International Company

Billing Questions:

District # 435  
 1545 PAMA LANE  
 LAS VEGAS, NV 89119-4304  
 702-739-1921

INVOICE NO.

64458281

DATE OF INVOICE

03-27-09

**INVOICE SERVICE DETAIL**

SERVICE REQ #	TASK #	DATE OF SERVICE	ITEMIZATION OF CHARGES	PRODUCT ID	UOM	AMOUNT
12930002	19015917	26-MAR-09	TRUCK CHARGE	TRUCK CHARGE	1 EA	\$81.00
			ALARM AND DETECTION REGULAR LABOR	SFTW TSPW RG	2 HR	\$342.00



D-U-N-S 09-4738007  
FED. ID 58-2608861

**tyco** / Fire & Security / **SimplexGrinnell**

District # 435  
1545 PAMA LANE  
LAS VEGAS, NV 89119-4304  
702-739-1921

Billing Questions, Contact =

**Bill To:** 435-01196831  
Rhodes Homes  
4730 S Ft Apache Rd  
Ste #300  
LAS VEGAS NV 89147-0000

## INVOICE NO.

63867780

## INVOICE DATE

09-12-08

## PO NUMBER

## SERVICE REQUEST #

11256352

## SERVICE REQ CREATED

09-10-08

## NATIONAL ACCOUNT NUMBER

## PAYMENT TERMS

Due upon receipt

**Ship To:** 435-01680401

X-It Condos  
9050 W Tropicana  
LAS VEGAS NV 89147-0000

"Let us know how we are doing"  
www.simplexgrinnell.com

**Service Requested By:**

**Requestors Phone Number:**

## Description of work

- (1) KH SEMI ANNUAL
- (1) KH ADDITIONAL CYLINDER INSP
- (1) KH LINK LINE ADJ.
- (7) FUSIBLE LINK
- (3) BLOW OFF CAP-METAL

## SIGNATURE ON FILE:

ERIC OSTROW

## Labor

## Material

## Other

## Invoice Amount

## Taxes

## Total Invoice Amount

## Payment Received

\$2,625.00

\$10.00

\$2,635.00

\$203.44

\$2,838.44

\$0.00

WE ACCEPT ALL MAJOR CREDIT CARDS

Total Amount Due

\$2,838.44

## REMITTANCE COPY

**tyco** / Fire & Security / **SimplexGrinnell**

PLEASE TEAR OFF AND RETURN THIS PORTION WITH YOUR PAYMENT - WRITE INVOICE NO. ON YOUR CHECK.

TOTAL AMOUNT DUE

\$2,838.44

**BILL TO** Rhodes Homes  
435-01196831  
**SHIP TO** X-It Condos  
435-01680401

INVOICE NUMBER 63867780

INVOICE DATE 09-12-08

CUSTOMER P.O.

**REMIT TO** SimplexGrinnell  
Dept. CH 10320  
Palatine

IL

60055-0320

9000283844563867780

☐ Check Box and Complete Reverse Side for Credit Card Payments OR Pay Online at [www.simplexgrinnell.com](http://www.simplexgrinnell.com)

INVOICE NO.

63867780

DATE OF INVOICE

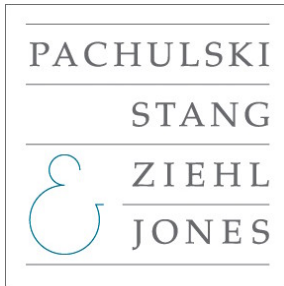
09-12-08

### INVOICE SERVICE DETAIL

SERVICE REQ #	TASK #	DATE OF SERVICE	ITEMIZATION OF CHARGES	PRODUCT ID	UOM	AMOUNT
11256352	16595815	10-SEP-08	SUPPRESSION LABOR	1-SUPLR	1 EA	\$0.00
11256352		10-SEP-08	FUEL SURCHARGE	FUEL SURCHARGE	1 EA	\$10.00
11256352	16595815	12-SEP-08	SUPPRESSION MATERIAL	1-SUPMTL	35 EA	\$2,625.00

# EXHIBIT B





September 18, 2009

**VIA U.S. FIRST CLASS MAIL**

US-Yellow, Inc.  
Attn: Traci Mastrocinque  
PO Box 3110  
Jersey City, NJ 07303

**Re: The Rhodes Companies, et al.  
Chapter 11 Case No. 09-14814  
(Jointly Administered)**

LAW OFFICES  
LIMITED LIABILITY PARTNERSHIP

SAN FRANCISCO, CA  
LOS ANGELES, CA  
WILMINGTON, DE  
NEW YORK, NY

150 CALIFORNIA STREET  
15th FLOOR  
SAN FRANCISCO  
CALIFORNIA 94111-4500

TELEPHONE: 415/263 7000  
FACSIMILE: 415/263 7010

Dear Ms. Mastrocinque:

This firm represents Rhodes Design and Development Corporation (the "Debtor") in its Chapter 11 bankruptcy filed in the United States Bankruptcy Court for the District of Nevada (Case No. 09-14846 LBR). A proof of claim was filed by you on behalf of US-Yellow, Inc., designated as proof of claim number 17 in the amount of \$1,291.60, in the Debtor's bankruptcy case.

The Debtor has indicated that it did not authorize the publication of its name in the US-Yellow pages for the 2007 and 2008 publications, and therefore do not believe you have a valid claim. Absent proof of a signed contract authorizing the publication of its name during the 2007 and 2008 years, we request that you withdraw your claim.

Please withdraw your claim by signing and returning the enclosed Notice of Claim Withdrawal form by October 9, 2009 so that we may avoid having to object to your claim in the Bankruptcy Court. Thank you.

Very truly yours,

/s/  
Patricia J. Jeffries

LOS ANGELES  
10100 SANTA MONICA BLVD.  
11th FLOOR  
LOS ANGELES  
CALIFORNIA 90067-4100  
TELEPHONE: 310/277 6910  
FACSIMILE: 310/201 0760

DELAWARE  
919 NORTH MARKET STREET  
17th FLOOR  
P.O. BOX 8705  
WILMINGTON  
DELAWARE 19899-8705  
TELEPHONE: 302/652 4100  
FACSIMILE: 302/652 4400

NEW YORK  
788 THIRD AVENUE  
36th FLOOR  
NEW YORK  
NEW YORK 10017-2024  
TELEPHONE: 212/561 7700  
FACSIMILE: 212/561 7777

PJJ  
Enclosure  
cc: Michael A. Matteo

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

RHODES DESIGN AND DEVELOPMENT  
CORPORATION,  
Debtor.

Case No.: BK-S-09-14846-LBR

Chapter 11

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**NOTICE OF WITHDRAWAL OF PROOF OF CLAIM NO. 17**

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US-YELLOW, INC. hereby withdraws its proof of claim, designated as Claim No. 17 filed in  
the above-captioned case.

Dated: \_\_\_\_\_, 2009

By:  
Its:

\_\_\_\_\_  
(signature)

(print name)  
(title)

UNITED STATES BANKRUPTCY COURT		DISTRICT OF NEVADA	PROOF OF CLAIM
Name of Debtor: <b>Rhodes Design and Development Corporation</b>		Case Number: <b>09-14846</b>	
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): <b>US- Yellow, Inc</b>		<input type="checkbox"/> Check box to indicate that this claim amends a previously filed claim. Court Claim Number: <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span> (If known) Filed On: <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span> / <span style="border: 1px solid black; display: inline-block; width: 40px; height: 15px;"></span> <input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Name and address where notices should be sent: <b>US- Yellow, Inc</b> <b>PO Box 3110</b> <b>Jersey City, NJ 07303</b>			
TEL: <b>(877) 360-0794</b>			
Name and address where payment should be sent (if different from above): Name: _____ Address 1: _____ Address 2: _____ Address 3: _____ Address 4: _____ Address 5: _____ TEL: ( ) -			
Carefully read instructions included with this Proof of Claim before completing. In order to have your claim considered for payment and/or voting purposes, complete ALL applicable questions. The original of this Proof of Claim must be sent to: <b>The Rhodes Companies, LLC, c/o Omni Management Group, LLC, 16161 Ventura Boulevard, Suite C, PMB 477, Encino, CA 91436-2522.</b>			
1. Amount of Claim as of Date Case Filed: \$ <b>1291.00</b>		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.	
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or charges.		Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under - 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) ( ). Amount entitled to priority: \$	
2. Basis for Claim <b>Yellow Pages Advertising</b> (See instruction #2 on reverse side)			
3. Last four digits of any number by which creditor identifies debtor: <b>9570</b>			
3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim. (See instruction #4 on reverse side.) <input type="checkbox"/> Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate: _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount Secured \$ _____ Amount Unsecured \$ _____			
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.			
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		THIS SPACE IS FOR COURT USE ONLY  <b>FILED</b> <b>MAY 06 2009</b>  By <b>Omni Management Group, Claims Agent</b> For U.S. Bankruptcy Court District of Nevada	
Date <b>04/24/2009</b> Signature: _____ Printed Name: _____ Title: _____			



**US-YELLOW**  
National Yellow Pages

Case 09-14814-gwz Doc 892 Entered 01/04/10 14:32:43 Page 29 of 30

Account No.	Invoice No.	Bill Date	Total Due
3306-1449576	913268-312	4/29/2009	\$1,291.60

# INVOICE

## Important Information

### BILLING ADDRESS:

Rhodes Design & Development  
4730 S Fort Apache Rd  
Las Vegas, NV 89147

- For changes, questions or enhancements to your listing, contact our customer service department. Call (877-360-0794) or fax (800-390-0150).
- We are not affiliated with AT&T or any local telephone company.

## Account Activity

Last Published Edition: 2008 JUNE EDITION

Customer Service ..... 877-360-0794  
Fax # ..... 800-390-0150  
US-Yellow's Federal Tax ID# ..... 58-2442391

### Charges for previously published editions

2007 JANUARY EDITION	\$311.50
2007 JUNE EDITION	\$326.70
2008 JANUARY EDITION	\$326.70
2008 JUNE EDITION	\$326.70

**TOTAL DUE..... \$1,291.60**

0-B001-001-001

If the balance has been settled, please disregard this notice.  
DETACH AND RETURN LOWER PORTION WITH PAYMENT.



**US-YELLOW**  
National Yellow Pages

Account No.	Invoice No.	Bill Date	Total Due
3306-1449576	913268-312	4/29/2009	\$1,291.60

### BILLING ADDRESS:

Rhodes Design & Development  
4730 S Fort Apache Rd  
Las Vegas, NV 89147

### AMOUNT ENCLOSED



Credit Card #

Exp. Date

Sign

Date

- DO NOT ATTACH CHECK TO REMITTANCE
- WRITE INVOICE # ON CHECK

PLEASE MAKE ANY NECESSARY CHANGES TO YOUR LISTING PROFILE ON REVERSE

REMIT PAYMENT TO: USY PO BOX 3110, JERSEY CITY, NJ 07303-3110



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 Hillside, NJ 07205-1820 .(732) 978-0791  
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 Pflugerville, TX 78660 .(512) 293-9425  
 Fax .(512) 272-5354  
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# EXHIBIT

# C



**US-Yellow:** national business book

Pachulski, Stang, Ziehl & Jones  
Attn: Patricia Jefferies  
10100 Santa Monica Blvd  
11<sup>th</sup> Floor  
Los Angeles, CA 90067-4100

Re: The Rhodes Companies/Chapter 11 Case No. 09-14814

Dear Ms. Jefferies:

I am responding to your request to withdraw our Proof of Claim against The Rhodes Companies. It is our procedure to always include a copy of the original signed order form along with additional documentation when filing a bankruptcy claim. However, in this case, that piece of documentation was left out of the package. Please accept the attached copy of the order form that was signed and returned to us by Tawnya Rosenthal, a representative of The Rhodes Companies.

If you should have further questions regarding The Rhodes Company and the nature of their business with US-Yellow, please don't hesitate to contact me.

Best Regards,

Traci Mastrocinque  
Office Manager  
US-Yellow  
Desk: 904-899-4404  
Fax: 904-899-4414  
[Traci@us-yellow.com](mailto:Traci@us-yellow.com)







**US-YELLOW**  
National Yellow Pages

## **COPY OF ORDER**

Date	Account #	Invoice #
Sep-22-2009	3306-1449576	708520

Rhodes Design & Development  
4730 S Fort Apache Rd  
Las Vegas, NV 89147

### **Copy of Order**

Thank you for your request. Attached you will find a copy of your original order.

If you have any further questions regarding your account, please contact our Customer Service Department and any representative will be happy to assist you.

Thank you,  
Customer Service Department  
US-Yellow  
877-360-0794 Phone  
800-390-0150 Fax  
EIN 58-2442391  
CustomerService@US-Yellow.com  
www.US-Yellow.com

UDFL506



**US-YELLOW**  
National Yellow Pages

Date	Account #	Invoice #
Sep-22-2009	3306-1449576	708520

Rhodes Design & Development  
4730 S Fort Apache Rd  
Las Vegas, NV 89147

Date order was mailed to customer: Jul-15-2005  
 Date order was entered: Aug-03-2005  
 Order was signed by: SOF

**COPY OF ORDER**

Order Image

↓ DETACH AND RETURN LOWER PORTION OR FAX WHOLE FORM ↓

Record No.: 3306-1449576	Edition: Volume N Edition 13	<input checked="" type="checkbox"/> BOLD LISTING (\$14.99 Additional)
<u>www.RhodesHomes.com</u>		
FAX LISTING (No Additional Cost)	WEB SITE LISTING (No Additional Cost)	TOLL-FREE LISTING (No Additional Cost)

**2 ✓ CHECK ONE**

- ☐ List as shown- no changes required  
☒ List with changes or additions

RHODES DESIGN & DEVELOPMENT  
 4730 S FORT APACHE RD  
 LAS VEGAS, NV 89147-7045

**3 SIGN AND RETURN**

FAX TO 800-390-0150 ←  
 OR MAIL BY: 08/26/06

Ⓢ

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Tawnya Rosenthal

See terms on reverse.

# EXHIBIT D

**LARSON & STEPHENS**  
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**Las Vegas, Nevada 89101**  
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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

THE RHODES COMPANIES, LLC, aka  
 "Rhodes Homes," et al.,<sup>1</sup>

Debtors.

Case No.: BK-S-09-14814-LBR  
 (Jointly Administered)

Chapter 11

Affects:

- ☐ All Debtors  
☒ Affects the following Debtor(s):

Apache Framing 09-14818; Pinnacle  
 Grading 09-14887; Rhodes Design and  
 Development Corporation 09-14846; The  
 Rhodes Companies 09-14814; Tribes  
 Holdings 09-14817 and Tuscany Golf  
 Country Club 09-14884

Hearing Date: January 14, 2009  
 Hearing Time: 9:00 a.m.  
 Courtroom 1

<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf and Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

**SECOND ORDER GRANTING DEBTORS' FIFTH OMNIBUS OBJECTION TO  
CLAIMS PURSUANT TO SECTION 502(b) OF THE BANKRUPTCY CODE AND  
BANKRUPTCY RULES 3003 AND 3007  
[BOOKS AND RECORDS CLAIMS] [DOCKET NO. 748]**

Upon consideration of the *Debtors' Fifth Omnibus Objection to Claims Pursuant to Section 502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Books and Records Claims]* [Docket No. 748] (the "Fifth Omnibus Objection"),<sup>2</sup> and the *Supplement to the Fifth Omnibus Objection* [Docket No. \_\_\_\_] filed by above-captioned debtors and debtors in possession (collectively, the "Debtors"), requesting that the Court enter an order disallowing the Claims; and the Court having jurisdiction to consider the Fifth Omnibus Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Fifth Omnibus Objection; the Court hereby finds and determines that, pursuant to Rule 3007 of the Federal Rules of Bankruptcy Procedure, due and proper notice has been provided to the holders of the Claims and all other parties entitled to notice; and no other or further notice is necessary; and the relief requested in the Fifth Omnibus Objection is in the best interests of the Debtors, their estates and creditors; and that the legal and factual bases set forth in the Fifth Omnibus Objection establishes just cause for the relief requested therein; therefore

**IT IS HEREBY ORDERED THAT:**

1. The Fifth Omnibus Objection is granted as set forth herein.
2. The following claims are hereby disallowed and expunged in their entirety:
  - a. Claim Number 18 of Prolink Systems, Inc. in the amount of \$1,920 filed in Case No. 09-14884 against Tuscany Golf Country Club;
  - b. Claim Number 30 of Simplex Grinnell in the amount of \$4,624.94 filed in Case Number 09-14814 against Tribes Holdings, LLC; and

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Fifth Omnibus Objection.

c. Claim Number 17 of US Yellow Pages in the amount of \$1,291.16 filed in Case Number 09-14846 against Rhodes Design and Development Corporation.

3. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

APPROVED/DISAPPROVED:

DATED this \_\_\_\_ day of January 2010.

By: \_\_\_\_\_  
UNITED STATES TRUSTEE  
August B. Landis  
Office of the United States Trustee  
300 Las Vegas Blvd. S., Ste. 4300  
Las Vegas, NV 89101

Submitted by:  
DATED this 14<sup>th</sup> day of January 2010.

By: /s/ Zachariah Larson  
LARSON & STEPHENS  
Zachariah Larson, Esq. (NV Bar No 7787)  
Kyle O. Stephens, Esq. (NV Bar No. 7928)  
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